

DOCKET FILE COPY ORIGINAL

US BANK FCC JUN 16 2014

Secretary Dortch  
Federal Communications Commission  
Wireline Competition Bureau -- CPD -- 214 Appls.  
P.O. Box 979091  
St. Louis, MO 63197-9000

**Re: Joint Application of Kenneth L Menken and NDS Technologies LLC for Section 214  
Authority to Transfer Control of Domestic Authorization**

Dear Secretary Dortch:

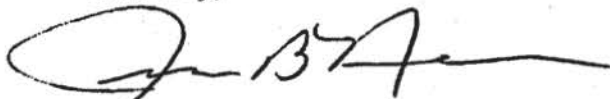
On behalf of Kenneth L Menken ("Menken") and NDS Technologies LLC ("NDS"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of Baltimore-Washington Telephone Company ("BWT") from Menken to NDS.

Also enclosed is a completed Fee Remittance Form 159 and a check for payment, in the amount of \$1,050.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided.

Please direct any questions to me at (949) 596-4629.

Sincerely,



Justin B Newman

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

Approved by CMB  
316717589  
Page No. 1 of 2

(1) LOCKBOX # <b>979092</b>			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>NDS Technologies LLC</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>4695 MacArthur Court</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 930</b>			
(6) CITY <b>Newport Beach</b>		(7) STATE <b>CA</b>	(8) ZIP CODE <b>92660</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>949-596-4629</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>23715717</b>			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>NDS Technologies LLC</b>			
(14) STREET ADDRESS LINE NO. 1 <b>4695 MacArthur Court</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 930</b>			
(16) CITY <b>Newport Beach</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>92660</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>949-596-4629</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>23715717</b>			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE <b>CUT</b>	(25B) QUANTITY <b>1</b>	
(26B) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27B) TOTAL FEE <b>\$1,050.00</b>		
(28B) FCC CODE 1	(29B) FCC CODE 2		
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>JAMES CHRISTIANA</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>6-13-2014</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	



FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVISE (CONTINUATION SHEET)  
FORM 159-CPage No. 2 of 2USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME <b>Kenneth L. Menken</b>		
(14) STREET ADDRESS LINE NO. 1 <b>122 Slade Avenue</b>		
(15) STREET ADDRESS LINE NO. 2 <b>Suite 250</b>		
(16) CITY <b>Baltimore</b>	(17) STATE <b>MD</b>	(18) ZIP CODE <b>21208</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>410-985-1210</b>		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>23717655</b>		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1	(29F) FCC CODE 2	

In the Matter of the Joint Application of )

**KENNETH L MENKEN** )

Transferor )

and )

**NDS TECHNOLOGIES LLC** )

Transferee )

For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Section 63.04 of the )  
Commission's Rules to Complete a )  
Transfer of Control of an Authorized )  
Domestic Section 214 Carrier )

WC Docket No 12-\_\_\_\_\_

### **JOINT APPLICATION**

#### **I. INTRODUCTION**

##### **A. Summary of Transaction**

Kenneth L Menken ("Menken") and NDS Technologies LLC ("NDS") (together, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214 and Section 63.04 of the Commission's Rules, 47 C.F.R. §§ 63.04, respectfully request authority to transfer control of Baltimore-Washington Telephone Company ("BWT") to NDS. In particular, NDS has entered into an agreement with Menken, BWT's majority shareholder, through which NDS will acquire the stock of BWT. Following the transaction, BWT will be a direct wholly owned subsidiary of NDS.

##### **B. Request for Expedited Consideration**

As set forth below, NDS has substantial management experience in the

telecommunications industry. As a result, the proposed transaction is structured to ensure that existing BWT customers will continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of BWT will continue to receive services under the same rates, terms and conditions as those services would be available in absence of a transfer. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

**C. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §§ 63.03. This application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

In support of this Application, Applicants provide the following information:

**II. DESCRIPTION OF THE APPLICANTS**

**A. Kenneth L Menken (Transferor)**

Menken is the majority shareholder of BWT, an individual with offices at 122 Slade Avenue, Suite 250, Baltimore, MD 21208. BWT is a facilities-based communications provider offering services to residential and small business clients. Founded in 1991, BWT is licensed in



Maryland, New York, and Nevada, and registered in Montana and North Dakota.

**B. NDS Technologies, LLC (Transferee)**

NDS is a telecommunications company founded in 2005. It is a California Limited Liability Company with its headquarters located at 4695 MacArthur Ct., Suite 930, Newport Beach, CA 92660.

**III. INFORMATION REQUIRED BY SECTION 63.04**

**(a)(1) Name, address, and telephone number of each applicant;**

Kenneth L Menken  
Baltimore-Washington Telephone Company  
122 Slade Avenue, Suite 250  
Baltimore, MD 21208  
(410) 985-1210

NDS Technologies, LLC  
4695 MacArthur Ct., Suite 930  
Newport Beach, CA 92660  
(949) 596-4629

**(a)(2) The state under the laws of which each corporate or partnership applicant is organized;**

Baltimore-Washington Telephone Company is a Maryland corporation.

NDS Technologies, LLC is a California limited liability company.

**(a)(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed;**

The primary contact for communications related to this applications is:

Justin Newman  
Director of Product Strategy and Telecom Operations  
NDS Technologies LLC  
4695 MacArthur Ct., Suite 930  
Newport Beach, CA 92660

(949) 596-4629

**(a)(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent);**

Kenneth L Menken  
122 Slade Avenue, Suite 250  
Baltimore, MD 21208  
Citizenship: US  
Principal Business: Technology Services  
Baltimore-Washington Telephone Company: 90%

James Christiano  
4695 MacArthur Ct., Suite 930  
Newport Beach, CA 92660  
Citizenship: US  
Principal Business: Technology Services  
NDS Technologies: 60%

Patrick Etzel  
4695 MacArthur Ct., Suite 930  
Newport Beach, CA 92660  
Citizenship: US  
Principal Business: Technology Services  
NDS Technologies: 40%

**(a)(5) Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853.**

No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

**(a)(6) A description of the transaction;**

Applicants propose to complete a transaction through which BWT will become a wholly owned subsidiary of NDS. In particular, NDS will acquire 100% of the shares of the stock of BWT.

Following the proposed transaction, BWT's customers will continue to receive services under the same rates, terms and conditions as those services would be provided in absence of a transaction. Applicants therefore expect that the proposed transaction will be virtually transparent to BWT's customers in terms of the services that those customers receive. As a result of its skilled management team, NDS is already well qualified to control the continuing operations of BWT.

**(a)(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area;**

BWT offers local and long distance telecommunications services in Maryland, Nevada, New York, and Montana. NDS Technologies offers local and long distance telecommunications services in Texas and Montana. NDS Technologies has affiliates Shoutpoint, Inc. and Voiceinc.com Corporation that offer interconnected Voice over IP services throughout the United States.

**(a)(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment;**

Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate interexchange market; (2) Applicants and their Affiliates will provide local exchange service.



only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

**(a)(9) Identification of all other Commission applications related to the same transaction;**

The Applicants are making no other applications to the Commission related to this transaction.

**(a)(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure;**

Neither party is facing imminent business failure.

**(a)(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction;**

There are no separately filed waiver requests being sought in conjunction with this transaction.

**(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.**

The proposed transaction described above serves the public interest, convenience and necessity in promoting competition among telecommunications providers. In particular, the proposed transaction will bring additional financial and managerial strength to BWT which the Applicants believe will allow BWT to compete more effectively against incumbent carriers and larger competitive carriers which have substantial resources and can offer a wide range of facilities-based service offerings.

Applicants believe the proposed transaction will enhance the ability of BWT to expand its operations both in terms of service area coverage and through its ability to offer customers an expanded line of products and services. In addition, Applicants expect the proposed transaction will yield substantial operational and financial benefits to BWT.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the proposed transaction.

**VI. CONCLUSION**

Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application for authority to transfer control of BWT to NDS as expeditiously as possible.

Respectfully submitted,



James B Christiano  
Managing Member  
NDS Technologies LLC

### CERTIFICATION

I, Kenneth L. Menken, am an officer of Baltimore-Washington Telephone Company and hereby state, under penalty of perjury, that the facts in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith. Baltimore-Washington Telephone Company is not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Baltimore-Washington Telephone Company

By: 

Name: Kenneth L. Menken

Title: CEO

Date: 6-13-2014



### CERTIFICATION

I, James B Christiano, am an officer of NDS Technology LLC and hereby state, under penalty of perjury, that the facts in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith. NDS Technologies LLC is not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

NDS Technologies LLC

By: 

Name: James B Christiano

Title: Managing Member

Date:

6-13-2014